

EXHIBIT F

Fed. ID #: 04-1378465
 Invoice Number: 435790
 Client Number: 085440

**STATE STREET BANK AND TRUST COMPANY
 (W.R. Grace & Co.)**

October 29, 2003

FOR PROFESSIONAL SERVICES RENDERED for the period from September 1, 2003 through September 30, 2003 in connection with W.R. Grace & Co. including further review of bankruptcy docket and related materials and documents; preparation of lengthy memorandum summarizing and analyzing same; further attention to obtaining bankruptcy court approval of engagement and related matters, further attention to and review of material regarding asbestos litigation and legislation and related matters, continued negotiation of State Street engagement agreement and related matters, attention to Duff & Phelps engagement agreement and related matters, attention to amendment to Fidelity Trust Agreement and draft Operating Procedures and attention to miscellaneous related matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/02/03	Doherty, A.	2.4	Attention to case analysis memorandum including review of debtor-in-possession financing documents.
09/02/03	Bilowz, P.	1.8	Review adversary pleadings.
09/03/03	Remis, S.	0.7	Review material concerning pending federal asbestos legislation.
09/03/03	Doherty, A.	4.1	Attention to Chapter 11 case analysis (1.2); draft memorandum regarding same (2.5); meeting with Mr. Bilowz regarding status (.4).
09/03/03	Bilowz, P.	3.6	Review adversary pleadings and settlements.
09/04/03	Cleary, J.	0.1	Telephone conference with Ms. D'Aloia (Fidelity) regarding proposed trust amendment.
09/04/03	Doherty, A.	5.7	Review Chapter 11 pleadings for analysis memorandum (1.4); draft and revise same (4.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/03	Williams, U.	0.5	Conferences with Mr. Remis and Ms. Clark regarding asbestos due diligence.
09/05/03	Doherty, A.	4.8	Prepare initial case analysis; review case management and financing pleadings; draft and revise memorandum to client.
09/05/03	Bilowz, P.	4.0	Review Grace pleadings (1.1); draft memorandum (2.9).
09/07/03	Clark, C.	2.7	Research and review sources of information about future asbestos-related litigation.
09/08/03	Cleary, J.	1.1	Review Grace Savings Plan Trust Agreement and proposed draft amendment thereto; consider issues raised by same; review objection filed by equity committee; telephone conference with Mr. Bilowz.
09/08/03	Remis, S.	0.7	Conference with Mmes. Williams and Clark; review outline of diligence project.
09/08/03	Williams, U.	1.0	Conferences with Mr. Remis and Ms. Clark regarding asbestos due diligence project; review outline for due diligence and exchange email with Ms. Clark regarding same.
09/08/03	Doherty, A.	6.7	Final review of chapter 11 documents for inclusion in client memorandum (3.2); draft and revise same (3.1); meeting with Mr. Bilowz to discuss status of memorandum (.4).
09/08/03	Bilowz, P.	6.0	Review Equity Committee objection (.8); telephone conference call with Mr. Lane (.4); review EPA pleadings claim (.5); telephone call with Mr. Cleary regarding objection (.3); draft memorandum (4.0).
09/08/03	Clark, C.	3.2	Speak with Mr. Bilowz regarding bankruptcy docket (.2); meet with Ms. Williams and Mr. Remis regarding scope of project regarding asbestos litigation (.7); research memorandum regarding scope of asbestos litigation (2.3).
09/08/03	Legal Research Specialist	0.5	Online research regarding court case; research regarding bankruptcy case; retrieve case document.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/03	Legal Research Specialist	0.4	Locate, retrieve Delaware Bankruptcy docket.
09/09/03	Cleary, J.	0.2	Telephone messages with Ms. Ewing and Messrs. Hadden and Remis; conference with Mr. Glosband.
09/09/03	Remis, S.	1.2	Review material for meeting.
09/09/03	Glosband, D.	1.5	Review, critique overview memorandum (.5), conference with Mr. Bilowz and Ms. Doherty regarding revisions (1.0).
09/09/03	Doherty, A.	6.7	Final revisions to client memorandum summarizing chapter 11 case (5.7); meeting with Mr. Glosband and Mr. Bilowz to discuss additional issues for client memorandum; attention to same (1.0).
09/09/03	Bilowz, P.	4.2	Draft and revise State Street memorandum (1.5); telephone call with Mr. Lane regarding Objection of Committees (.3); meeting with Mr. Glosband (.3); memorandum to Ms. Ewing and Mr. Carrigan (.2); summarizing telephone call with Mr. Lane (.2); meeting with Mr. Glosband and Ms. Doherty regarding State Street memorandum (1.0); telephone call with Mr. Carrigan regarding information needed for response (.4); review litigation pleadings (.3).
09/09/03	Clark, C.	0.5	Research Legislation regarding asbestos litigation.
09/09/03	Legal Research Specialist	0.3	Online research regarding federal congressional reports on asbestos.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/03	Cleary, J.	6.0	Preparation for and attend conference with Mses. Driscoll and Ewing, Mr. Carrigan, Duff & Phelps, et al regarding diligence, open items, process, timing, etc. (1.8); follow-up conference with Messrs. Glosband and Carrigan and Mses. Ewing and Driscoll regarding bankruptcy filing and related matters (1.6); conference with Mr. Carrigan regarding draft trust amendment; telephone message from Mr. Forgach regarding brokerage issue (.8); follow-up thereto including telephone conferences with Mses. Driscoll and Ewing and Fidelity (.5); preparation for and conference call with State Street, Fidelity and Mr. Forgach regarding brokerage issues (.6); follow-up telephone conferences with Mses. Ewing and Driscoll (.4); telephone conference with Ms. D'Aloia regarding trust amendment (.3).
09/10/03	Remis, S.	3.8	Prepare for and attend client meeting (2.1); review memorandum and material concerning bankruptcy and asbestos issues (1.2); conference with Mmes. Williams and Clark regarding upcoming tasks (.5).
09/10/03	Williams, U.	1.2	Conference with Mr. Remis and Ms. Clark regarding asbestos litigation due diligence (.5); review materials from W.R. Grace bankruptcy filings (.7).
09/10/03	Hadden, J.	2.4	Prepare for and attend meeting at State Street with Ms. Driscoll, Ms. Ewing, Mr. Carrigan, Mr. Cleary, Mr. Remis and Mr. Glosband (1.8); follow-up from meeting with Mr. Dinwoodey (.4); review summary from Mr. Glosband (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/03	Glosband, D.	5.5	Review revised memorandum, meet with Messrs. Cleary, Hadden, Remis, Driscoll, Ewing and Carrigan (1.8); conference call with Messrs. Bayston and Trost regarding engagement issues, diligence and analysis strategy (1.3); memorandum to Ms. Doherty and Mr. Bilowz et al to report meeting, assign follow-up for 10/7/03 presentation, for response to objections, conference with Ms. Doherty and Mr. Bilowz regarding same (2.0); telephone call from Mr. Driscoll regarding transcript of Enron/State Street hearing (.4).
09/10/03	Doherty, A.	1.1	Review status memorandum from Mr. Glosband; meeting with Mr. Bilowz and Mr. Glosband to discuss same; attention to research regarding treatment of equity in mass tort cases.
09/10/03	Bilowz, P.	1.2	Telephone call with Mr. Lane regarding response to objections (.3); meeting with Mr. Glosband and Ms. Doherty regarding tasks (.7); telephone call to Mr. Ewing regarding affidavit (.2).
09/10/03	Clark, C.	1.7	Research legislation regarding asbestos litigation (.5); review law review articles regarding asbestos claims (.7); meet with Ms. Williams and Mr. Remis regarding status of project and outlines for project (.5).
09/11/03	Cleary, J.	1.8	Telephone conference with Mr. Carrigan regarding brokerage issues; preparation for and participate in long conference call regarding same; follow-up telephone message to Mr. Carrigan; review and revision of draft affidavit for submission to bankruptcy court; telephone conference with Mr. Bilowz regarding same.
09/11/03	Remis, S.	0.7	Conference with bankruptcy and asbestos litigation teams; letter and material to Mr. Carrigan.
09/11/03	Williams, U.	1.0	Review memorandum from Ms. Doherty and Mr. Bilowz regarding bankruptcy; conference with Mr. Remis, Mr. Glosband, Ms. Doherty, Mr. Bilowz and Ms. Clark regarding asbestos litigation due diligence.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/03	Glosband, D.	2.5	Review Ewing affidavit, conference with Mr. Bilowz regarding same (.8); review Combustion Engineering case regarding third party injunctions, memorandum to Mr. Remis, et al (1.2); conference with Messrs. Remis, Clarke and Bilowz and Ms. Williams and Ms. Doherty to allocate analysis work (.5).
09/11/03	Doherty, A.	3.3	Meeting with litigation and bankruptcy teams to discuss allocation of responsibility and legal research issues (.5); follow up regarding same including review of Fresenius and Sealed Air litigation (2.8).
09/11/03	Bilowz, P.	1.9	Draft affidavit (.9); attend meeting with litigation team (.5); telephone calls regarding timeline (.3); email to Mr. Monroe regarding same (.2).
09/11/03	Clark, C.	1.0	Review memorandum regarding W.R. Grace's bankruptcy prepared by Mr. Bilowz and Ms. Doherty; meet with Mr. Remis, Ms. Williams, Mr. Glosband, Mr. Bilowz and Ms. Doherty regarding specific issues to research.
09/12/03	Cleary, J.	0.1	Telephone messages with Ms. Ewing; telephone conference with Mr. Carrigan.
09/12/03	Doherty, A.	1.5	Review mass tort articles for information regarding future claimants (1.2); memorandum to Ms. Williams and Ms. Clark regarding same (.3).
09/15/03	Cleary, J.	0.3	Attention to Duff & Phelps indemnity issue; telephone message and e-mails with Messrs. Glosband and Forgach and Ms. Ewing.
09/15/03	Glosband, D.	3.5	Memoranda from, memorandum to Ms. Ewing regarding issues with Duff & Phelps engagement, indemnity; call with Messrs. Cleary and Bayston regarding same (2.4), conference with Mr. Bilowz regarding discussion with Grace counsel (.3); review Duff & Phelps engagement letter (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/03	Bilowz, P.	1.3	Discuss status of application with Mr. Glosband (.3); email to Mr. Lane (.1); telephone call with Ms. Baer (.1); review Duff & Phelps engagement agreement and indemnification (.4); revise and send blackline of indemnification to team (.3); telephone call with Mr. Cleary (.1).
09/15/03	Clark, C.	1.3	Research prospective claims in asbestos-related litigation.
09/15/03	Dinwoodey, J.	1.0	Conduct research regarding sale restrictions on company stock held in employee retirement plans.
09/16/03	Cleary, J.	1.0	Attention to Duff & Phelps indemnity issue; telephone messages and telephone conferences with Messrs. Glosband, Bayston, Forgach and Bilowz and Ms. Ewing regarding same.
09/16/03	Bilowz, P.	1.0	Respond to message from Mr. Forgach regarding Duff & Phelps engagement; telephone call with Mr. Cleary regarding same; several emails and telephone calls to and from Mr. Karp, Ms. Ewing and Mr. Glosband.
09/16/03	Clark, C.	1.5	Draft memorandum regarding past and future asbestos-related liabilities.
09/17/03	Cleary, J.	2.6	Review file materials (.4); discussions with Messrs. Glosband, Bilowz, Carrigan, Bayston and Forgach and Meses. Ewing and Driscoll regarding status, strategy, timing, etc. (2.2)
09/17/03	Hadden, J.	0.2	Telephone call with Mr. Cleary.
09/17/03	Glosband, D.	0.6	Calls with Mr. Cleary and Ms. Ewing regarding Duff & Phelps issue, possible hearing delay.
09/17/03	Bilowz, P.	0.4	Telephone call with Mr. Karp regarding hearing; email to Mr. Glosband; telephone call with Mr. Cleary.
09/17/03	Clark, C.	7.3	Draft memorandum regarding past and future asbestos-related liabilities.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/03	Cleary, J.	2.7	Review and revision of State Street engagement letter and indemnity (.5); attention to related issues (.4); telephone conferences with Messrs. Bilowz and Carrigan (.3); telephone messages to Ms. Ewing (.1); e-mail to Mr. Carrigan and Ms. Ewing regarding revised documents (.4); review draft Duff & Phelps engagement letter and indemnity (1.0).
09/18/03	Remis, S.	1.4	Review material concerning Grace asbestos exposure and current status of proposed federal legislation.
09/18/03	Bilowz, P.	0.1	Telephone call with Mr. Cleary regarding revisions to engagement agreements.
09/19/03	Cleary, J.	1.4	Telephone conference with Mses. Ewing and Driscoll regarding Duff & Phelps agreements and related issues (.4); preparation for and telephone conference with Mr. DiCastrì regarding same (.6); follow-up telephone conference with Ms. Ewing (.1); telephone message to Mr. Forgach and telephone conference with Mr. DiCastrì (.3).
09/19/03	Remis, S.	0.6	Review draft from Ms. Clark.
09/19/03	Williams, U.	2.0	Review and revise memorandum from Ms. Clark regarding asbestos litigation (1.8); conferences with Mr. Remis and Ms. Clark regarding same (.2).
09/22/03	Clark, C.	1.0	Revise memorandum regarding Grace's past and future asbestos-related liabilities.
09/23/03	Cleary, J.	0.1	Telephone messages with Mr. DiCastrì regarding Duff & Phelps indemnity.
09/23/03	Glosband, D.	0.7	Conference with Mr. Bilowz regarding status of modifications; review revised documents.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/03	Cleary, J.	1.0	Attention to State Street and Duff & Phelps agreements; review e-mail from Mr. Carrigan; telephone message to Mr. Carrigan responding to same; revision of e-mail to Mr. Forgach; telephone conferences with Mr. DiCasteri and Meses. Ewing and Driscoll; telephone message to Mr. Glosband.
09/24/03	Bilowz, P.	0.1	Email to and from Mr. Glosband regarding status of SSGA Application.
09/25/03	Cleary, J.	1.0	Finalize revised drafts of State Street engagement documents; review revised drafts of Duff & Phelps engagement documents; telephone conferences with Mr. Forgach regarding same.
09/25/03	Williams, U.	1.0	Review materials regarding Sealed Air/Fresenius; conference with Ms. Clark regarding same.
09/25/03	Glosband, D.	0.3	Telephone call from Mr. Cleary regarding language on recourse to trust; review agreement regarding same.
09/25/03	Clark, C.	0.3	Conference with Ms. Williams regarding Sealed Air Settlement.
09/26/03	Cleary, J.	0.4	Telephone conferences with Messrs. Forgach and Bilowz and Ms. Ewing regarding status, revisions to documents, etc.
09/26/03	Bilowz, P.	0.2	Telephone call with Mr. Cleary regarding status of agreements; telephone call with Mr. Lane regarding logistics.
09/29/03	Cleary, J.	0.5	Review and revision of Fidelity draft operating procedures; telephone conference with Ms. Ewing regarding same and various other matters; telephone message to Mr. Forgach.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/30/03	Cleary, J.	1.0	Telephone conference with Ms. Ewing regarding draft Fidelity operating procedures; telephone messages to Messrs. Carrigan and Forgach; telephone conference with Mr. Forgach regarding final comments on draft documents; attention to finalizing same; e-mail to Mr. Forgach; telephone conferences with Messrs. Bilowz and Carrigan.
09/30/03	Bilowz, P.	0.3	Email to Mr. Cleary regarding SSGA Application; telephone call with Mr. Cleary regarding status; review revised drafts of engagement agreements; send list of Debtors to Mr. DiCastrì.
Total Hours		139.4	Total Fees \$54,371.50
<u>Matter Summary by Name</u>		<u>Hours</u>	<u>Rate</u> <u>Total</u>
Cleary, J.		21.3	\$575.00 \$12,247.50
Glosband, D.		14.6	550.00 8,030.00
Hadden, J.		2.6	510.00 1,326.00
Remis, S.		9.1	525.00 4,777.50
Williams, U.		6.7	430.00 2,881.00
Bilowz, P.		26.1	245.00 6,394.50
Clark, C.		20.5	245.00 5,022.50
Dinwoodey, J.		1.0	215.00 215.00
Doherty, A.		36.3	365.00 13,249.50
Legal Research Specialist		1.2	190.00 228.00
Total		139.4	\$54,371.50
<u>Matter Disbursement Summary</u>			<u>Total</u>
Total Duplicating Charge/Copy			\$442.50
Fax			304.00
Messenger			15.25
Document Printing			103.95
Outside Professional Services			1,275.00
Legal Research			353.90
Total Disbursements			\$2,494.60

Bill Summary

Total Fees	\$54,371.50
Total Disbursements	2,494.60
Total Due	<u>\$56,866.10</u>

085440/141437

JJC:mjm

Mailed To: Monet Ewing, Esq.
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One Lincoln Street
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Fed. ID #: 04-1378465
Invoice Number: 442673
Client Number: 085440

**STATE STREET BANK AND TRUST COMPANY
(W.R. Grace & Co.)**

December 11, 2003

FOR PROFESSIONAL SERVICES RENDERED FOR
PROFESSIONAL SERVICES RENDERED for the period from October 1, 2003 through October 31, 2003 in connection with W.R.Grace & Co. including further review of bankruptcy docket and related materials and documents; attention to Bankruptcy Court Application and hearing; preparation of memorandum regarding asbestos litigation and legislation and related matters; continued negotiation of State Street engagement agreement and related matters; attention to Duff & Phelps engagement agreement and related matters; attention to amendment to Fidelity Trust Agreement and draft Operating Procedures and attention to miscellaneous related matters.

\$14,381.50

Disbursements

\$2,028.01

TOTAL DUE

\$16,409.51

085440/141437
JJC:mjm

Mailed To: Monet Ewing, Esq.
STATE STREET BANK AND TRUST COMPANY
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Boston, MA 02111-2900

**Please return this page with your remittance. Thank you.
Payment due within 30 days.**